

TARTER KRINSKY & DROGIN LLP
Attorneys for Alpine Creations Ltd.
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New York, New York 10018
(212) 216-8000
Rocco A. Cavaliere, Esq.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et. al.</i> ¹ ,	:	
	:	Case No. 18-23538 (RDD)
Debtor.	:	(Jointly Administered)
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NOTICE OF RECLAMATION DEMAND OF ALPINE CREATIONS LTD.

PLEASE TAKE NOTICE that Alpine Creations Ltd. ("Alpine"), by and through undersigned counsel, files this Notice of Reclamation Claim pursuant to 11 U.S.C. § 546(c), 11 U.C.C. § 2-702 and applicable non-bankruptcy law, on the above-captioned debtors and debtors-in-possession (collectively "the "Debtors"), to reclaim certain assets (the "Goods") that are subject to reclamation.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The Goods were sold in the ordinary course of business and received by one or more of the Debtors in the forty-five (45) days prior to the filing of the Debtors' bankruptcy petitions on October 15, 2018 (the "Petition Date"). Alpine is informed and believes the Debtors were insolvent at the time they received delivery of the Goods.

Alpine incorporates by reference and attaches as **Exhibit "A"**, a copy of the written demand for reclamation, and list of invoices, purchase orders, and related information for the Goods shipped from Alpine to the Debtors during the forty-five (45) day period prior to the Petition Date (the "Reclamation Demand"), served on the Debtors and the Debtors' attorney of record on November 1, 2018, pursuant to 11 U.S.C. § 546(c).

PLEASE TAKE FURTHER NOTICE that Alpine reserves all of its rights with respect to the Goods, including, without limitation, (i) its right to be paid in the ordinary course of business as a post-petition creditor of the Debtors to the extent the Goods were delivered to the Debtors on or after October 15 2018; (ii) its right to assert a 20-day administrative priority claim pursuant to 11 U.S.C. §503(b)(9); (iii) its right to assert a "new value" defense to any preference demand pursuant to 11 U.S.C. §547(c)(4); (iv) its right to demand payment of any portion of this invoice as a "cure" payment in connection with the Debtors' assumption of any executory contract, if any, pursuant to 11 U.S.C. § 365; (v) its right to seek payment of its prepetition invoices from any non-debtor parties that are co-obligors; (vi) its right to file additional demands or claims, including without limitation, a proof of claim; and/or (vii) its right to assert any other rights under applicable law. By filing this Notice, Alpine does not consent to entry of final orders

of the bankruptcy court on non-core issue and claims, and does not waive any jurisdictional defenses and reserves its rights to amend this Notice.

Dated: New York, New York
November 1, 2018

Respectfully submitted,

TARTER KRINSKY & DROGIN LLP
Attorneys for Alpine Creations Ltd.

By: s/ Rocco A. Cavaliere

Rocco A. Cavaliere
1350 Broadway, 11th Floor
New York, New York 10018
(212) 216-8000

EXHIBIT "A"



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New York, NY 10018
P 212.216.8000
F 212.216.8001
www.tarterkrinsky.com

Rocco A. Cavaliere, Partner
Email: rcavaliere@tarterkrinsky.com
Phone: (212) 216-1141

November 1, 2018

Via Federal Express and Email

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Jacqueline Marcus, Esq. (Jacqueline.marcus@weil.com)
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Weil Gotshal & Manges, LLP
767 5th Avenue
New York, NY 10153

Via Federal Express

Sears Holding Corporation
3333 Beverly Road
Hoffman Estates, IL 60179

**Re: In re Sears Holding Corporation, et al., 18-23538 (RDD) (Bankr. S.D.N.Y.)
Demand for Reclamation Pursuant to 11 U.S.C. § 546(c) and U.C.C. § 2-702**

Dear Sirs and Madam:

This firm represents Alpine Creations Ltd. ("Alpine"), a creditor and party in interest in the above-referenced bankruptcy cases, pending in the Bankruptcy Court for the Southern District of New York.

Pursuant to U.C.C. § 2-702 and 11 U.S.C. § 546(c), demand is hereby made upon Sears Holding Corporation and its affiliates and subsidiaries (collectively, the "Debtors") for the reclamation and return of all goods (the "Goods") that were shipped to the Debtors by Alpine in the ordinary course of business, where such goods were received by the Debtors within forty-five (45) days (the "Reclamation Period") preceding the commencement of the Debtors' bankruptcy cases filed on October 15, 2018 (the "Petition Date").

This demand covers numerous invoices and purchase orders covering Goods aggregating an amount not less than \$1,361,346.87 delivered to one or more of the Debtors (including Sears Roebuck & Co. and Kmart Corporation) during the Reclamation Period, and for the proceeds of any Goods that may have been sold. All relevant details regarding the invoice numbers and purchase orders for the Goods are referenced in the spreadsheet attached as Exhibit "1" hereto. Copies of the invoices and purchase orders are also available upon request.

Alpine demands that all Goods subject to Alpine's reclamation rights, including Goods received during the Reclamation Period but not referenced herein, be segregated and protected

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by the Debtors and/or their agents from any other Goods in the Debtors' possession and that the Debtors provide an immediate accounting of all such Goods on-hand and their present location(s). Such Goods shall not be used for any purpose whatsoever except those specifically authorized by the Bankruptcy Court, following notice and a hearing.

Alpine reserves all rights under 11 U.S.C. § 503(b)(9) or any other provision of the Bankruptcy Code to the extent the Goods are not timely returned. In addition, Alpine reserves the right to amend and supplement this reclamation claim and to make additional reclamation or other claims Alpine may have at law, in equity or otherwise. This reclamation claim is not intended to be and shall not be construed as an election of Alpine's remedies, a waiver of any past, present or future defaults or events of default by the Debtors or a waiver or limitation of any rights or remedies.

Please forward all communications concerning this matter to my office as counsel for Alpine. In the event of any questions, please do not hesitate to contact me.

Very truly yours,


Rocco A. Cavaliere

Enclosure

EXHIBIT “1”

ALPINE CREATIONS LTD						
PLOT NO WT-10						
P.O.Box: 17006, JAFZ, Dubai.U.A.E.						
Tel: +971 4 8816117						
Sears Roebuck & Co.,						
3333 Beverly Road						
Hoffman Estates.IL 60179						
Details of shipment made from 01/09/2018 to 14/10/2018						
Inv.No.	PO Number	Cargo Received	Type	Country	Amount \$	Balance \$
		Date				
201821693052	SV1771	07/09/2018	Sears LC	Egypt	39,644.70	39,644.70
201821899739	SS1641, SX6025	10/09/2018	Sears LC	Vietnam	4,928.10	4,928.10
201821900995	SS1641, SX6025	10/09/2018	Sears LC	Vietnam	4,111.70	4,111.70
201821996739	SF8724	13/09/2018	Sears LC	Vietnam	13,846.20	13,846.20
201821896397	SG6536	14/09/2018	Sears LC	Vietnam	11,953.60	11,953.60
201821896730	SG6536	14/09/2018	Sears LC	Vietnam	9,920.00	9,920.00
201821924294	SE8895	14/09/2018	Sears LC	Egypt	15,256.34	15,256.34
201821996655	SF8724	15/09/2018	Sears LC	Vietnam	11,329.35	11,329.35
201821886101	SF8958	16/09/2018	Sears LC	Egypt	16,155.70	16,155.70
201822031391	SX6021	17/09/2018	Sears LC	Vietnam	4,619.16	4,619.16
201822031533	SX6021	17/09/2018	Sears LC	Vietnam	3,767.40	3,767.40
201822040473	SX6027	21/09/2018	Sears LC	Egypt	68,398.08	68,398.08
201822216358	SS1640	04/10/2018	Sears LC	Egypt	15,280.65	15,280.65

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ALPINE CREATIONS LTD.
P.O. Box: 17006
PLOT NO WT - 10
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201821563394	SH6561	01/09/2018	Sears Open	Vietnam	1,805.16	1,805.16
201821692982	SS1785	07/09/2018	Sears Open	Egypt	20,195.00	20,195.00
201821965129	SF8627, SF8628, SF8693, SG8588, SH6561	13/09/2018	Sears Open	Vietnam	46,736.66	46,736.66
201821885772	SE8892, SH8923, SI6653, SI6668	14/09/2018	Sears Open	Egypt	56,742.35	56,742.35
201821965726	SF8627, SF8628, SF8693, SG8588, SH6561	15/09/2018	Sears Open	Vietnam	36,489.92	36,489.92
201821885981	SE8871, SE8890, SE8893, SE8894, SF8897, SF8953, SF8957, SI6654, SJ6667	16/09/2018	Sears Open	Egypt	133,574.21	133,574.21
201822030915	SR1998	17/09/2018	Sears Open	Vietnam	1,940.00	1,940.00
201822031156	SR1998	17/09/2018	Sears Open	Vietnam	1,420.00	1,420.00
201822113010	SX6097	17/09/2018	Sears Open	Vietnam	1,465.20	1,465.20
201822113270	SX6097	17/09/2018	Sears Open	Vietnam	1,188.00	1,188.00
201822196011	SF9000	21/09/2018	Sears Open	Vietnam	9,469.98	9,469.98
201822196255	SF9000	21/09/2018	Sears Open	Vietnam	7,736.04	7,736.04
201822210246	SE8856, SE8857, SE8858, SE8864, SE8866, SE8867, SE8868, SE8873, SF8627, SF8711, SF8883	27/09/2018	Sears Open	Vietnam	125,268.70	125,268.70
201822213337	SE8856, SE8857, SE8858, SE8864, SE8866, SE8867, SE8868, SE8873, SF8627, SF8711, SF8883	01/10/2018	Sears Open	Vietnam	102,160.80	102,160.80
201822453271	SF8623, SF8684	04/10/2018	Sears Open	Vietnam	7,376.40	7,376.40
201822456735	SF8623, SF8684	04/10/2018	Sears Open	Vietnam	6,442.20	6,442.20
201822569347	SN4709	05/10/2018	Sears Open	Vietnam	18,235.20	18,235.20
201822569429	SN4709	05/10/2018	Sears Open	Vietnam	14,894.40	14,894.40
	Total USD					\$ 812,351.20

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ALPINE CREATIONS LTD.
P.O. Box: 17008
PLOT NO WT - 10
JEBEL ALI, DUBAI - U.A.E.

ALPINE CREATIONS LTD						
PLOT NO WT-10						
P.O.Box: 17006, JAFZ, Dubai.U.A.E.						
Tel: +971 4 8816117						
Kmart Corporation						
3333 Beverly Road						
Hoffman Estates.IL 60179						
Details of shipment made from 01/09/2018 to 14/10/2018						
Inv.No.	PO Number	Cargo Received	Type	Country	Amount \$	Balance \$
		Date				
201821563355	B1V3W, B1VGM, B1VGP	01/09/2018	Kmart LC	Vietnam	65,706.96	65,706.96
201821924437	B1V3W, B1VGM	06/09/2018	Kmart LC	Vietnam	28,957.43	28,957.43
201821924642	B1V3W	06/09/2018	Kmart LC	Vietnam	27,682.24	27,682.24
201821964299	B1VH0, B1VH2, B1VH3	13/09/2018	Kmart LC	Vietnam	30,086.05	30,086.05
201821966115	B1VH0, B1VH2, B1VH3	15/09/2018	Kmart LC	Vietnam	31,141.35	31,141.35
201822040405	B2R6L	21/09/2018	Kmart LC	Egypt	5,429.76	5,429.76
201821563224	B1VGC, B2XA9, B2Y4V	01/09/2018	Kmart Open	Vietnam	10,231.29	10,231.29
201821924464	B2X90	06/09/2018	Kmart Open	Vietnam	17,529.22	17,529.22
201821924661	B2X90	06/09/2018	Kmart Open	Vietnam	18,262.60	18,262.60
201821858427	B1V4Q, B2NK7, B2WTP, B2WTQ, B2WTR, B2XEG, B2XEH, B2XEJ, B2XEK, B2XEM, B2XER	09/09/2018	Kmart Open	Egypt	56,848.43	56,848.43
201821963893	B1V51, B1VGC	13/09/2018	Kmart Open	Vietnam	20,842.90	20,842.90
201821965849	B1V51, B1VGC	15/09/2018	Kmart Open	Vietnam	21,278.58	21,278.58
201821885678	B2WVZ	16/09/2018	Kmart Open	Egypt	8,878.25	8,878.25

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201822195260	B2WTG	21/09/2018	Kmart Open	Vietnam	10,201.10	10,201.10
201822195377	B2WTG	21/09/2018	Kmart Open	Vietnam	10,606.18	10,606.18
201822040419	B2R6W	21/09/2018	Kmart Open	Egypt	8,985.60	8,985.60
201822040393	B2NK7	23/09/2018	Kmart Open	Egypt	1,776.44	1,776.44
201822211529	B1V51, B2NH4, B2WTF, B2WVM, B2XE3, B2XE4, B2XE5, B2XE6, B2XE7	27/09/2018	Kmart Open	Vietnam	62,592.30	62,592.30
201822213933	B1V51, B2NH4, B2WTF, B2WVM, B2XE3, B2XE4, B2XE5, B2XE6, B2XE7	01/10/2018	Kmart Open	Vietnam	65,197.20	65,197.20
201822454650	B2NHB	04/10/2018	Kmart Open	Vietnam	8,185.52	8,185.52
201822456814	B2NHB	04/10/2018	Kmart Open	Vietnam	8,507.94	8,507.94
201822382106	B2WTP, B2XEM	04/10/2018	Kmart Open	Egypt	6849.77	6849.77
201822525311	B2WR0	05/10/2018	Kmart Open	Vietnam	10,231.20	10,231.20
201822525462	B2WR0	05/10/2018	Kmart Open	Vietnam	12,987.36	12,987.36
	Total USD					\$ 548,995.67

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